

Ted D. Lee*
John C. Cave
Miguel Villarreal, Jr.
Robert L. McRae
Edward B. Marvin
Jason E. McKinnie
Nick Guinn
Brandon T. Cook

GUNN, LEE & CAVE, P.C.
An Intellectual Property Law Firm

* **BOARD**
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July 15, 2019

ZroBlack, LLC
John E. Saenz
Jonathan Villarreal
8 The Green, Ste B
Dover, DE 19901

Re: Waiver of Conflict of Interest - ZroBlack, LLC, John Saenz and Jonathan Villarreal

Dear Mssrs. Saenz and Villarreal:

You are both members of ZroBlack, LLC. I informed you that Gunn, Lee & Cave, P.C. ("our Firm") currently represent ZroBlack, LLC in various matters, including the [REDACTED] matter.

Pursuant to our discussions on July 11, 2019, this letter confirms that each of you have asked our Firm to help address and work out some issues you both are having with ZroBlack, LLC (the "Project"). In effect, this may have the effect of representing each of ZroBlack, LLC, John Saenz and Jonathan Villarreal (the "Parties").

While we are happy to assist you all to the extent we can by addressing, discussing and working out these issues in a manner that best reflects the Parties' intentions, as I previously indicate, as this may put the Parties into conflicting positions, we cannot advise one of Parties at the expense of the other. Therefore, to the extent one of the Parties seeks information about our understanding of the transaction, that information and content of that discussion will also be available to the other.

You should also be aware that in the event a disagreement arises between the Parties as to this matter or any other matter where we perform similar functions, we cannot represent one party against the other. Therefore, if either of the Parties wants independent advice, or if either of the Parties wants to discuss matters that relate to your relationship in complete privacy, you should contact another attorney, and we will be happy to provide you with references.

If you have any questions whatsoever concerning this letter, I strongly recommend that you consult with an independent attorney to help you understand this letter and to help you decide whether you wish me to continue assisting with this matter or other matters between the Parties. Of course, it is up to you whether or not you actually consult with another attorney.

GUNN, LEE & CAVE, P.C.

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If you wish our continued involvement in this transaction, please sign and return this letter to me to indicate you all understand the inherent conflict between the Parties and waive such conflict so far as our involvement is concerned. You may return separately signed copies. In addition, after waiving this conflict, if either of the Parties later becomes uncomfortable with our involvement in this or other transactions between the Parties, let us know immediately so we can address the situation as quickly as possible. We ask that you sign below and return a copy of this letter with your signature signifying your consent and waiver.

Should you have any questions concerning this matter, please feel free to contact me at your convenience.

Sincerely,



Mike Villarreal

MV/rmh

I confirm that I consent to Gunn, Lee & Cave, P.C. continuing to represent ZroBlack, LLC, John Saenz and Jonathan Villarreal in connection with the Project and with matters other than the Project, as described above, and waive any objections to any conflicts of interest related to this representation, subject to the conditions detailed in this letter.

ZroBlack, LLC

John Saenz, Member

John Saenz, Individual

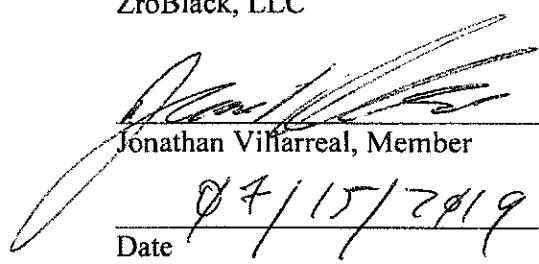
Date

Date

ZroBlack, LLC

Jonathan Villarreal, Member

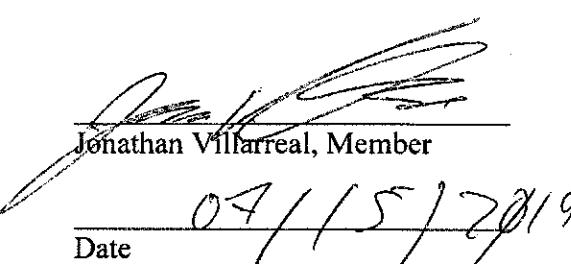
Date



07/15/2019

Jonathan Villarreal, Member

Date



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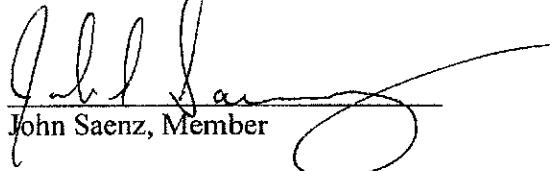


Mike Villarreal

MV/rmh

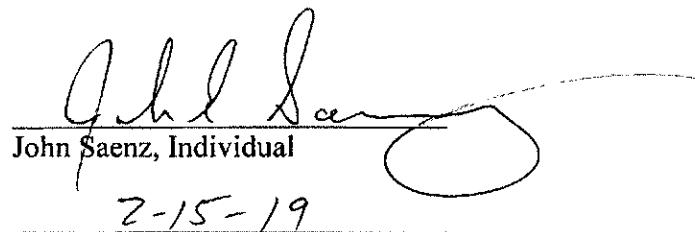
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ZroBlack, LLC


John Saenz, Member

7-15-19

Date


John Saenz, Individual

7-15-19

Date

ZroBlack, LLC

Jonathan Villarreal, Member

Date

Jonathan Villarreal, Member

Date